



SHAREHOLDER ENGAGEMENT POLICY

Strictly confidential

Hy24

2023

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1. PREAMBLE

Hy24's purpose is to accelerate the global energy transition through investments in strategic infrastructures projects relying on clean hydrogen. In doing so, the Firm will responsibly create sustainable value across the clean hydrogen value chain and built the infrastructure for tomorrow's energy models.

As a regulated alternative investment fund manager, Hy24 has adopted this Shareholder Engagement Policy which sets out the terms and conditions on which the Firm intends to exercise the voting rights attached to the shares held by the funds it managed.

This policy has been written in accordance with the French Monetary and Financial Code¹.

2. MONITORING OF STRATEGY, FINANCIAL AND NON-FINANCIAL PERFORMANCE, RISKS, CAPITAL STRUCTURE, SOCIAL AND ENVIRONMENTAL IMPACT AND CORPORATE GOVERNANCE.

Sustainability is at the heart of our investment strategy. Hydrogen production, storage and distribution are key to carbon emissions reductions policies. The sector where clean hydrogen plays a key role for decarbonisation: energy, transport and industry are some of the main sources of carbon dioxide emissions. Furthermore, clean hydrogen is an enabler for renewable and low-carbon energy, allowing it to penetrate, in larger and growing quantities, sectors which, previously, would have been out of reach or would have been prohibitively expensive to access. It will be particularly relevant for decarbonizing energy intensive industries such as chemical sector, fertilizer production, steel and cement manufacturing, as well as heavy-duty road transport, aviation and the maritime sectors.

By investing in projects which produce and/or consume clean hydrogen, Hy24 will directly contribute to the avoidance of carbon emissions with a view to support the long term global warming objectives of the Paris agreement.

By investing in companies along the clean hydrogen value chain, Hy24 will accelerate and scale-up the commercialization of technologies, products and services which will enable the integration of renewable and low carbon energy, clean transportation and the decarbonization of energy system through the production, transport, storage, distribution, and use of hydrogen. In the latter case, the impact of the Hy24's investments towards climate mitigation will be an indirect one rather than a direct one.

In fact, all Hy24's investments will contribute significantly to climate change mitigation either through projects with have a direct impact on CO2 avoidance/reduction or, indirectly, as enablers of (i) generation, transmission, storage, distribution, or use of renewable energy, (ii) clean or climate-neutral

¹ Articles L.533-22, R.533-16 and R.533-16-0 of the CMF

mobility, (iii) the decarbonization of energy systems, (iv) the production of clean and efficient fuels from renewable or carbon-neutral sources or other activities with significant potential for CO2 avoidance.

Each step of the investment process systematically includes, in addition of financial & economic considerations, an analysis of ESG and sustainability matters.

The monitoring of the investment strategy and of the action plan implementation is ensured, for each investment made, by a presence on monitoring bodies, stringent reporting requirements (on both financial and extra-financial aspects including climate indicators), and ongoing interaction on development issues.

The investment teams will ensure that projects are properly implemented through active and systematic participation in the supervisory and control bodies of the companies in which the funds invest in as well as through the frequency of its discussions and meetings (at least monthly) with the key players in the company. The meetings will provide an opportunity to discuss key business indicators (both economic and financial indicators) as well as ESG action plan progress.

Finally, a certain number of decisions must be approved by the supervisory board before they can be ratified notably:

- The Company's strategy and annual budget
- Implementation of capital expenditure
- Management nomination and compensation.

3. THE EXERCICE OF VOTING RIGHTS AND OTHER RIGHTS ATTACHED TO SHARES

Hy24 considers the exercise of voting rights at the general meetings as an actual management decision that should be performed in the best interest of its limited partners and according to this policy.

3.1. ORGANISATION OF THE EXERCICE OF VOTING RIGHTS

As shareholder, AIFs have the right and the duty to take part in decisions taken by the shareholder bodies and to receive various documents relating to the management of the company's business and affairs.

Hy24's investment teams are responsible for preparing and analyzing resolutions presented at the general meetings of the companies they follow. They are also in charge of the voting decisions that will be issued on behalf of the AIFs managed according to the principles listed below and in the best interest of its limited partners.

In addition to exercising voting rights, the investment teams are responsible for managing and monitoring the portfolio assets of the funds under their responsibility, from investment to divestment. Once an asset is in the portfolio, the investment team in charge sets up an internal monitoring process. The monitoring process focuses not

only on performance, but more generally on the company's growth strategy, organization and cost optimization.

In particular, monitoring covers :

- monitoring asset performance and valuation
- identifying development opportunities
- monitoring risk management
- participation in corporate bodies
- business plan monitoring
- capital structure
- social and environmental impact and corporate governance

3.2. METHOD OF EXERCISING VOTING RIGHTS

Hy24 favors remote voting but reserves the right to attend in person in general meetings. Voting by proxy (for instance giving proxy to the Chairman of the company) or in writing is a possibility when attendance is impossible for Hy24's representative or when resolutions to be debated during the meeting are considered of lower business importance at the level of the portfolio company.

Hy24's representative will retain records of each vote (for, against, abstention), he/she has cast in the name of the Firm acting on behalf of an AIF.

Voting rights are, except in exceptional circumstances, always casted.

3.3. VOTING POLICY PRINCIPLES

Hy24 representatives have to vote on two main categories of corporate decisions as part of shareholder general meetings:

- Ordinary decisions (including annual financial information): these decisions pertain to the normal management of a company. The list of ordinary decisions may vary from a company to another depending on the location of the company and the term of the shareholder agreements.
- Extraordinary decisions: these decisions pertain to the extraordinary management of a company (for instance, capital increase). The list of extraordinary decisions may vary from a company to another depending on the location of the company and the term of the shareholder agreements.

Hy24's representative vote will generally respect the following principles:

- The vote shall be casted in the best interest of the managed AIF (or the holding that is invested in the portfolio company) that is entitled to vote;
- Hy24's representative shall abstain or vote against where the company's general meeting rules have not been complied with or when the vote will contravene applicable laws and regulations;

- Hy24's representative shall abstain or vote against ordinary decisions where the annual accounts of the company are incomplete or missing the auditors' report;
- Hy24's representative will vote by-laws amendment on a case by case basis;
- Hy24's representative shall generally vote for on the site of directors's appointment unless :
 - o Such appointment is not in the best interest of the company and indirectly of the AIF managed
 - o Director's identity is not disclosed in advance or has not satisfied relevant transparency checks!
- Hy24's representative will vote for discharge of directors or management on a case by case basis;
- Hy24's representative shall generally vote for on remuneration proposals that comply with the remuneration policy of the company;
- Hy24's representative may abstain from voting on regulated agreement if he/she considers that the information provided is not sufficient to determine whether the said agreements are in the interest of the FIA managed;
- Hy24's representative will vote share capital changes decisions on a case by case basis;
- Hy24's representative will generally vote for all non-financial decisions that reinforce the sustainability of a given company

Any exception to the above principles shall be duly documented.

4. COOPERATION WITH OTHER SHAREHOLDERS

Cooperation with other shareholders is systematically incorporated within every project management strategy approved by the Investment Committee. When it's possible, Hy24's establishes collaborative agreements with other shareholders including on the ESG strategy of the company. These engagements are formalized in the shareholder agreement of each company.

5. PREVENTION AND MANAGEMENT OF CONFLICT OF INTEREST

In accordance with applicable regulations, Hy24 SAS ha elaborated a policy to identify and manage potential conflicts of interest. In addition, compliance with the voting principles disclosed in this policy enables Hy24 to avoid situations of conflict of interest.

6. REPORTING

Hy24 will include in the funds' annual report information regarding this Shareholder Engagement Policy and the exercising of voting rights on behalf of the managed AIF especially :

- The number of company in which Hy24 exercised its voting rights in relation to the total number of companies in which it had voting rights,
- The cases in which Hy24 considered that it could not comply with the principles set out in this Shareholder Engagement Policy
- The conflict of interests situations that Hy24 has been handling in relation to voting the securities held by the funds.